



General Assembly

January Session, 2001

Amendment

LCO No. 7710

Offered by:

REP. GODFREY, 110th Dist.

REP. CURREY, 10th Dist.

REP. FRITZ, 90th Dist.

To: Subst. Senate Bill No. 1316

File No. 450

Cal. No. 559

"AN ACT CONCERNING THE FILING OF LIMITED LIABILITY DOCUMENTS WITH THE SECRETARY OF THE STATE."

1 After line 178, add the following:

2 "Sec. 6. Section 34-120 of the general statutes is repealed and the
3 following is substituted in lieu thereof:

4 One or more organizers may form a limited liability company by
5 signing and filing articles of organization with the Secretary of the
6 State. The organizer or organizers need not be members of the limited
7 liability company at the time of formation or after formation has
8 occurred. The organizer or organizers shall prepare a writing to be
9 held with the records of the limited liability company, setting forth: (1)
10 The name and residence address of each person who has become an
11 initial member of the limited liability company; and (2) if the articles of
12 organization provide that the management of the limited liability
13 company is vested in a manager or managers, the name and residence

14 address of each initial manager. [The organizer or organizers shall
15 have no obligation to make filings with the Secretary of the State
16 identifying the members or any managers, but the] The limited liability
17 company shall maintain, pursuant to subsection (a) of section 34-144, a
18 record of the members and any managers. The organizer or organizers
19 shall also file such writing with the Secretary of the State, except that
20 the organizers may substitute the business address for the residence
21 address of each such member and manager in such filing. Each such
22 business address shall include the street and number or other
23 particular designation for the location of the limited liability company.
24 The listing of a mailing address such as a post office box shall not be
25 sufficient to comply with such filing requirement."

26 Sec. 7. Section 34-223 of the general statutes is repealed and the
27 following is substituted in lieu thereof:

28 Before transacting business in this state, a foreign limited liability
29 company shall register with the Secretary of the State. In order to
30 register, a foreign limited liability company shall submit to the
31 Secretary of the State an original signed copy of an application for
32 registration as a foreign limited liability company executed by a person
33 with authority to do so under the laws of the state or other jurisdiction
34 of its formation. The application shall set forth: (1) The name of the
35 foreign limited liability company and, if different, the name under
36 which it proposes to transact business in this state; (2) the state or other
37 jurisdiction where formed, and date of its organization; (3) the name
38 and address of the agent in this state for service of process on the
39 foreign limited liability company required to be maintained by section
40 34-224 and an acceptance of such appointment signed by the agent
41 appointed if other than the Secretary of the State; (4) the address of the
42 office required to be maintained in the state or other jurisdiction of its
43 organization by the laws of that state or jurisdiction or, if not so
44 required, of the principal office of the foreign limited liability
45 company; (5) a representation that the foreign limited liability
46 company is a "foreign limited liability company" as defined in
47 subsection (7) of section 34-101; [and] (6) the character of the business

48 which the foreign limited liability company intends to transact in this
49 state; (7) the name and residence address or business address of each
50 member of the foreign limited liability company; and (8) if the articles
51 of organization provide that the management of the foreign limited
52 liability company is vested in a manager or managers, the name and
53 residence address or business address of each manager. Each such
54 business address shall include the street and number or other
55 particular designation for the location of the foreign limited liability
56 company. The listing of a mailing address such as a post office box
57 shall not be sufficient to comply with the requirements of this section."